

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF TENNESSEE  
CHATTANOOGA DIVISION

STACY STROBL and BRIAN HARDING, )  
On behalf of themselves and all others )  
Similarly situated, )  
Plaintiffs, )  
vs. )  
Case No. 1:24-cv-00140-CLC-CHS  
JURY DEMAND  
PAUL CROFT; JONATHAN FROST; )  
RHINO ONWARD INTERNATIONAL, LLC; )  
ROI FUND I, LLC; ROI FUND II, LLC; )  
ROI FUND III, LLC; ROI FUND IV, LLC; )  
BRIAN KAWAMURA; CROFT & FROST, PLLC; )  
THE WELL FUND LLC; SCORPIO REF, LLC; )  
MATTHEW DIRA; THE DIRA GROUP; )  
CHESTNUT HOLDINGS, LLC; STEVEN FROST; )  
LISA FROST; JOSEPH INVESTMENTS, LLC; )  
JANE and JOHN DOES 1-25, )  
Defendants. )

## **ANSWER OF THE WELL FUND**

Now comes Defendant The Well Fund (“Defendant”), by and through their undersigned counsel, and submits its Answer and Defenses to the Complaint of Stacy Strobl and Brian Harding, on behalf of themselves and all other similarly situated (“Complaint”).

## **DEFENSES AND AFFIRMATIVE DEFENSES**

The Well Fund asserts the following defenses and affirmative defenses and reserves the right to supplement or amend these defenses and affirmative defenses during the course of this litigation.

**FIRST DEFENSE**

The Complaint fails to state a claim upon which relief can be granted, and therefore, should be dismissed as a matter of law.

**SECOND DEFENSE**

Plaintiffs' claims are barred, in whole or in part, because they have not suffered any injuries or damages caused by The Well Fund.

**THIRD DEFENSE**

The Complaint should be dismissed as a matter of law because Plaintiffs failed to join an indispensable party.

**FOURTH DEFENSE**

The Complaint should be dismissed as a matter of law because the Plaintiffs lack standing.

**FIFTH DEFENSE**

The Well Fund is not liable to Plaintiffs inasmuch as The Well Fund has not breached any alleged duty allegedly owed to Plaintiffs.

**SIXTH DEFENSE**

Upon information and belief, Plaintiffs' claims are barred in whole or in part due to Plaintiffs' failure to mitigate their alleged damages, if any.

**SEVENTH DEFENSE**

The Well Fund is not liable to Plaintiffs due to the actions and omissions of individual actors so named in the lawsuit that controlled and abused the corporate form.

## **EIGHTH DEFENSE**

Pending any and all discovery, The Well Fund reserves the right to amend this Answer to include additional affirmative defenses (or counterclaims) should further investigation and discovery deem it appropriate.

Without waiving and subject to the above defenses, The Well Fund denies each and every allegation not expressly admitted below, and The Well Fund responds to the specific allegations contained in the numbered paragraphs of the Complaint as follows:

1. Defendant denies the allegations in Paragraph 1 of the Complaint.
2. Paragraph 2 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 2.
3. Paragraph 3 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 3.
4. Paragraph 4 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 4.
5. Paragraph 5 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 5.
6. Paragraph 6 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 6.
7. Paragraph 7 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 7.
8. Defendant denies the allegations contained in Paragraph 8 of the Complaint.
9. Defendant denies the allegations contained in Paragraph 9 of the Complaint.
10. Defendant denies the allegations contained in Paragraph 10 of the Complaint.
11. Defendant denies the allegations contained in Paragraph 11 of the Complaint.

12. Defendant admits the allegations contained in Paragraph 12 of the Complaint.
13. Defendant admits the allegations contained in Paragraph 13 of the Complaint.
14. Defendant is without sufficient information to admit or deny the allegations in Paragraph 14 of the Complaint and therefore they are denied.
15. Defendant is without sufficient information to admit or deny the allegations in Paragraph 15 of the Complaint and therefore they are denied.
16. Defendant is without sufficient information to admit or deny the allegations in Paragraph 16 of the Complaint and therefore they are denied.
17. Defendant admits the allegations contained in Paragraph 17 of the Complaint.
18. Defendant is without sufficient information to admit or deny the allegations in Paragraph 18 of the Complaint and therefore they are denied.
19. Defendant is without sufficient information to admit or deny the allegations in Paragraph 19 of the Complaint and therefore they are denied.
20. Defendant is without sufficient information to admit or deny the allegations in Paragraph 20 of the Complaint and therefore they are denied.
21. Defendant is without sufficient information to admit or deny the allegations in Paragraph 21 of the Complaint and therefore they are denied.
22. Defendant is without sufficient information to admit or deny the allegations in Paragraph 22 of the Complaint and therefore they are denied.
23. Defendant is without sufficient information to admit or deny the allegations in Paragraph 23 of the Complaint and therefore they are denied.
24. Defendant is without sufficient information to admit or deny the allegations in Paragraph 24 of the Complaint and therefore they are denied.
25. Defendant admits the allegations contained in Paragraph 25 of the Complaint.

26. Defendant is without sufficient information to admit or deny the allegations in Paragraph 26 of the Complaint and therefore they are denied.
27. Defendant is without sufficient information to admit or deny the allegations in Paragraph 27 of the Complaint and therefore they are denied.
28. Defendant is without sufficient information to admit or deny the allegations in Paragraph 28 of the Complaint and therefore they are denied.
29. Defendant admits the allegations contained in Paragraph 29 of the Complaint.
30. Defendant admits the allegations contained in Paragraph 30 of the Complaint.
31. Defendant admits the allegations contained in Paragraph 31 of the Complaint.
32. Defendant is without sufficient information to admit or deny the allegations in Paragraph 32 of the Complaint and therefore they are denied.
33. Paragraph 33 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 33.
34. Paragraph 34 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 34.
35. Paragraph 35 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 35.
36. Paragraph 36 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 36.

37. Paragraph 37 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 37.
38. Paragraph 38 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 38.
39. Paragraph 39 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 39.
40. Paragraph 40 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 40.
41. Paragraph 41 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 41.
42. Paragraph 42 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 42.
43. Paragraph 43 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 43.
44. Paragraph 44 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 44.

45. Paragraph 45 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 45.
46. Paragraph 46 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 46.
47. Paragraph 47 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 47.
48. Paragraph 48 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 48.
49. Paragraph 49 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 49.
50. Paragraph 50 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 50.
51. Paragraph 51 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 51.
52. Paragraph 52 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 52.

53. Paragraph 53 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 53.
54. Paragraph 54 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 54.
55. Paragraph 55 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 55.
56. Paragraph 56 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 56.
57. Paragraph 57 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 57.
58. Paragraph 58 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 58.
59. Paragraph 59 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 59.
60. Defendant admits the allegations in Paragraph 60 of the Complaint.

61. Paragraph 61 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 61.
62. Paragraph 62 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 62.
63. Paragraph 63 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 63.
64. Paragraph 64 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 64.
65. Defendant admits that Frost, McCoy, and Stone incorporated The Well Fund LLC as a Tennessee limited liability company in June 2020 to function as a real estate venture. Defendant denies the remainder of the allegations in Paragraph 65 of the Complaint.
66. Defendant admits that it acquired an apartment building in Chattanooga in 2020, but denies that it contained forty-eight units because it lacks sufficient information to admit or deny the number of units.
67. Defendant is without sufficient information to admit or deny the allegations in Paragraph 67 of the Complaint and therefore they are denied.
68. Defendant denies the allegations in Paragraph 68 of the Complaint. Frost controlled the operations of The Well Fund LLC.

69. Defendant is without sufficient information to admit or deny the allegations in Paragraph 69 of the Complaint and therefore they are denied.
70. Defendant admits the allegations contained in Paragraph 70 of the Complaint.
71. Defendant admits the allegations contained in Paragraph 71 of the Complaint.
72. Defendant is without sufficient information to admit or deny the allegations in Paragraph 72 of the Complaint and therefore they are denied.
73. Defendant admits that Frost diverted money that was raised in response to solicitation for The Well Fund into other ventures that Frost controlled. Defendant denies the remainder of the allegations in Paragraph 73.
74. Defendants admit the allegations contained in Paragraph 74 of the Complaint.
75. Defendant admits that Frost used funds raised through The Well Fund LLC to fund initial investments in green energy. Defendant denies the remainder of the allegations contained in Paragraph 75 of the Complaint.
76. Defendant is without sufficient information to admit or deny the allegations in Paragraph 76 of the Complaint and therefore they are denied.
77. Defendant admits the allegations contained in Paragraph 77 of the Complaint.
78. Paragraph 78 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 78.
79. Paragraph 79 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 79.
80. Defendant denies that there was a “Well Fund scam” but Defendant admits the remainder of the allegations contained in Paragraph 80 of the Complaint.

81. Defendant admits the allegations contained in Paragraph 81 of the Complaint.
82. Paragraph 82 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 82.
83. Paragraph 83 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 83.
84. Paragraph 84 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 84.
85. Paragraph 85 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 85.
86. Paragraph 86 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 86.
87. Paragraph 87 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 87.
88. Paragraph 88 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 88.

89. Paragraph 89 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 89.
90. Paragraph 90 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 90.
91. Paragraph 91 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 91.
92. Paragraph 92 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 92.
93. Paragraph 93 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 93.
94. Defendant denies that there was a “Well Fund promissory note scheme.” the remainder of the allegations contained in Paragraph 94 are not directed at Defendant and to the extent any response is required, Defendant denies the allegations in Paragraph 94.
95. Paragraph 95 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 95.

96. Paragraph 96 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 96.
97. Defendant denies the allegations contained in Paragraph 97 of the Complaint.
98. Defendant is without sufficient information to admit or deny the allegations in Paragraph 98 of the Complaint and therefore they are denied.
99. Defendant is without sufficient information to admit or deny the allegations in Paragraph 99 of the Complaint and therefore they are denied.
100. Paragraph 100 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 100.
101. Paragraph 101 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 101.
102. Paragraph 102 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 102.
103. Paragraph 103 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 103.
104. Defendant admits the allegations contained in Paragraph 104 of the Complaint.
105. Defendant admits the allegations contained in Paragraph 105 of the Complaint.
106. Defendant admits the allegations contained in Paragraph 106 of the Complaint.
107. Defendant admits the allegations contained in Paragraph 107 of the Complaint.

108. Defendant admits the allegations contained in Paragraph 108 of the Complaint.
109. Defendant admits the allegations contained in Paragraph 109 of the Complaint.
110. Defendant admits the allegations contained in Paragraph 110 of the Complaint.
111. Paragraph 111 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 111.
112. Defendant admits the allegations contained in Paragraph 112 of the Complaint.
113. Defendant admits the allegations contained in Paragraph 113 of the Complaint.
114. Paragraph 114 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 114.
115. Paragraph 115 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 115.
116. Defendant admits the allegations contained in Paragraph 116.
117. Defendant denies the allegations contained in Paragraph 117.
118. Defendant denies the allegations contained in Paragraph 118.
119. Defendant denies the allegations contained in Paragraph 119.
120. Paragraph 120 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 120.
121. Paragraph 121 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 121.

122. Paragraph 122 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 122.
123. Paragraph 123 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 123.
124. Paragraph 124 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 124.
125. Paragraph 125 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 125.
126. Paragraph 126 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 126.
127. Paragraph 127 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 127.
128. Paragraph 128 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 128.
129. Paragraph 129 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 129.

130. Paragraph 130 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 130.
131. Paragraph 131 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 131.
132. Paragraph 132 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 132.
133. Defendant is without sufficient information to admit or deny the allegations in Paragraph 133 of the Complaint and therefore they are denied.
134. Paragraph 134 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 134.
135. Defendant denies the allegations contained in Paragraph 135 of the Complaint.
136. Defendant is without sufficient information to admit or deny the allegations in Paragraph 136 of the Complaint and therefore they are denied.
137. Defendant is without sufficient information to admit or deny the allegations in Paragraph 137 of the Complaint and therefore they are denied.
138. Paragraph 138 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 138.

139. Paragraph 139 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 139.
140. Defendant is without sufficient information to admit or deny the allegations in Paragraph 140 of the Complaint and therefore they are denied.
141. Paragraph 141 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 141.
142. Defendant is without sufficient information to admit or deny the allegations in Paragraph 142 of the Complaint and therefore they are denied.
143. Defendant denies the allegations contained in Paragraph 143 of the Complaint.
144. Defendant is without sufficient information to admit or deny the allegations in Paragraph 144 of the Complaint and therefore they are denied.
145. Defendant is without sufficient information to admit or deny the allegations in Paragraph 145 of the Complaint and therefore they are denied.
146. Defendant is without sufficient information to admit or deny the allegations in Paragraph 146 of the Complaint and therefore they are denied.
147. Defendant is without sufficient information to admit or deny the allegations in Paragraph 147 of the Complaint and therefore they are denied.
148. Paragraph 148 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 148.

149. Paragraph 149 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 149.
150. Defendant denies the allegations contained in Paragraph 150 of the Complaint.
151. Defendant is without sufficient information to admit or deny the allegations in Paragraph 151 of the Complaint and therefore they are denied.
152. Defendant denies the allegations contained in Paragraph 152 of the Complaint.
153. Defendant is without sufficient information to admit or deny the allegations in Paragraph 153 of the Complaint and therefore they are denied.
154. Defendant is without sufficient information to admit or deny the allegations in Paragraph 154 of the Complaint and therefore they are denied.
155. Defendant is without sufficient information to admit or deny the allegations in Paragraph 155 of the Complaint and therefore they are denied.
156. Defendant is without sufficient information to admit or deny the allegations in Paragraph 156 of the Complaint and therefore they are denied.
157. Defendant is without sufficient information to admit or deny the allegations in Paragraph 157 of the Complaint and therefore they are denied.
158. Defendant is without sufficient information to admit or deny the allegations in Paragraph 158 of the Complaint and therefore they are denied.
159. Defendant denies the allegations contained in Paragraph 159 of the Complaint.
160. Paragraph 160 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 160.
161. Defendant admits the allegations contained in Paragraph 161 of the Complaint.

162. Defendant admits the allegations contained in Paragraph 162 of the Complaint.
163. Defendant is without sufficient information to admit or deny the allegations in Paragraph 163 of the Complaint and therefore they are denied.
164. Defendant admits the allegations in Paragraph 164 of the Complaint.
165. Defendant is without sufficient information to admit or deny the allegations in Paragraph 165 of the Complaint and therefore they are denied.
166. Paragraph 166 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 166.
167. Defendant is without sufficient information to admit or deny the allegations in Paragraph 167 of the Complaint and therefore they are denied.
168. Paragraph 168 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 168.
169. Defendant is without sufficient information to admit or deny the allegations in Paragraph 169 of the Complaint and therefore they are denied.
170. Paragraph 170 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 170.
171. Paragraph 171 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 171.

172. Paragraph 172 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 172.
173. Paragraph 173 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 173.
174. Paragraph 174 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 174.
175. Paragraph 175 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 175.
176. Paragraph 176 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 176.
177. Paragraph 177 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 177.
178. Defendant admits the building failed to sell but Defendant is without sufficient information to admit or deny the remaining allegations in Paragraph 178 of the Complaint and therefore they are denied.
179. Defendant is without sufficient information to admit or deny the allegations in Paragraph 179 of the Complaint and therefore they are denied.

180. Defendant is without sufficient information to admit or deny the allegations in Paragraph 180 of the Complaint and therefore they are denied.
181. Defendant is without sufficient information to admit or deny the allegations in Paragraph 181 of the Complaint and therefore they are denied.
182. Defendant is without sufficient information to admit or deny the allegations in Paragraph 182 of the Complaint and therefore they are denied.
183. Defendant is without sufficient information to admit or deny the allegations in Paragraph 183 of the Complaint and therefore they are denied.
184. Defendant is without sufficient information to admit or deny the allegations in Paragraph 184 of the Complaint and therefore they are denied.
185. Defendant is without sufficient information to admit or deny the allegations in Paragraph 185 of the Complaint and therefore they are denied.
186. Paragraph 186 states a legal conclusion to which no response is required.
187. Defendant is without sufficient information to admit or deny the allegations in Paragraph 187 of the Complaint and therefore they are denied.
188. Paragraph 188 states a legal conclusion to which no response is required.
189. Paragraph 189 states a legal conclusion to which no response is required.
190. Paragraph 190 states a legal conclusion to which no response is required.
191. Paragraph 191 states a legal conclusion to which no response is required.
192. Defendant is without sufficient information to admit or deny the allegations in Paragraph 192 of the Complaint and therefore they are denied.
193. Defendant is without sufficient information to admit or deny the allegations in Paragraph 193 of the Complaint and therefore they are denied.

194. Defendant is without sufficient information to admit or deny the allegations in Paragraph 194 of the Complaint and therefore they are denied.
195. Defendant is without sufficient information to admit or deny the allegations in Paragraph 195 of the Complaint and therefore they are denied.
196. Defendant is without sufficient information to admit or deny the allegations in Paragraph 196 of the Complaint and therefore they are denied.
197. Paragraph 197 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 197.
198. Paragraph 198 of the Complaint contains no allegations directed at Defendant, but to the extent any response is required, Defendant denies the allegations in Paragraph 198.
199. Paragraph 199 states a legal conclusion to which no response is required.
200. Paragraph 200 states a legal conclusion to which no response is required.
201. Defendant denies the allegations contained in Paragraph 201 of the Complaint.
202. Defendant is without sufficient information to admit or deny the allegations in Paragraph 202 of the Complaint and therefore they are denied.
203. Defendant denies the allegations contained in Paragraph 203 of the Complaint.
204. Defendant denies the allegations contained in Paragraph 204 of the Complaint.
205. Defendant denies the allegations contained in Paragraph 205 of the Complaint.
206. Paragraph 206 states a legal conclusion to which no response is required.
207. Defendant denies the allegations contained in Paragraph 207 of the Complaint.
208. Defendant denies the allegations contained in Paragraph 208 of the Complaint.
209. Defendant denies the allegations contained in Paragraph 209 of the Complaint.

210. Defendant denies the allegations contained in Paragraph 210 of the Complaint.
211. Defendant denies the allegations contained in Paragraph 211 of the Complaint.
212. Defendant denies the allegations contained in Paragraph 212 of the Complaint.
213. Defendant denies the allegations contained in Paragraph 213 of the Complaint.
214. Defendant denies Plaintiffs' Prayer for Relief contained in Paragraph 214 of the Complaint.

WHEREFORE, Defendant requests the counts asserted against Defendant The Well Fund, LLC be dismissed with prejudice and that Defendant The Well Fund, LLC be awarded its costs and fees and any other relief for which this Counts finds it is entitled to.

Respectfully submitted this 4<sup>th</sup> day of April, 2025.

s/ Mark W. Litchford

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*Attorneys for The Well Fund LLC*

## CERTIFICATE OF SERVICE

I hereby certify that on this the 4<sup>th</sup> day of April, 2025, the foregoing was electronically filed with the Clerk of Court to be served by operation of the Court's electronic filing system upon:

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